

1 QUINN EMANUEL URQUHART & SULLIVAN, LLP

Ognjen Zivojnovic (Bar No. 307801)

2 ogizivojnovic@quinnemanuel.com

3 50 California Street, 22nd Floor

San Francisco, California 94111-4788

4 Telephone: (415) 875-6600

Facsimile: (415) 875-6700

5 Michael D. Bonanno (*pro hac vice*)

mikebonanno@quinnemanuel.com

6 1300 I Street NW, Suite 900

7 Washington, D.C. 20005

Telephone: (202) 538-8000

8 Facsimile: (202) 538-8100

9 *Attorneys for NVIDIA Corporation*

10
11 UNITED STATES DISTRICT COURT
12 NORTHERN DISTRICT OF CALIFORNIA
13 SAN FRANCISCO DIVISION

14 FEDERAL TRADE COMMISSION,

15 Plaintiff,

16 vs.

17 MICROSOFT CORP.

18 and

19 ACTIVISION BLIZZARD, INC.,

20 Defendants.

CASE NO. 3:23-cv-2880

**DECLARATION OF AZADEH
MORRISON IN SUPPORT OF NVIDIA
CORPORATION'S STATEMENT IN
SUPPORT OF SEALING REGARDING
ADMINISTRATIVE MOTION TO
CONSIDER WHETHER ANOTHER
PARTY'S MATERIAL SHOULD BE
SEALED (ECF 336)**

The Honorable Jacqueline Scott Corley

Declaration of Azadeh Morrison

I, Azadeh Morrison, declare as follows:

1. I am Senior Litigation Counsel at NVIDIA Corporation (“NVIDIA”), and I work closely with the GeForce NOW business. I have knowledge of the facts set forth in this declaration.

2. Pursuant to Local Rule 79-5, I submit this declaration in support of NVIDIA’s statement in support of sealing portions of the FTC’s initial proposed findings of fact and conclusions of law.

3. Specifically, NVIDIA seeks to keep under seal the portions of the FTC’s initial proposed findings of fact and conclusions of law that directly reference and quote from confidential NVIDIA materials, as reflected in the following table:

Portions To Be Kept Sealed	Confidential NVIDIA Materials Referenced/Quoted
P. 41, ¶ 277, Lines 19-22	PX3069
PP. 45-46, ¶ 301, Lines 45:26-46:2	PX2186
P. 62, ¶ 384, Lines 9-12	PX7062
P. 78, ¶ 459, Lines 14-16	PX8000
P. 80, ¶ 468, Lines 7-10	PX7060
P. 82, ¶ 484, Lines 24-26	PX8000
PP. 82-83, ¶ 485, Lines 82:27-83:2	PX8000
P. 85, ¶ 498, Lines 11-12	PX7060
P. 90, ¶ 529, Lines 16-18	PX7060
P. 91, ¶ 535, Lines 8-10	PX1781
P. 91, ¶ 536, Lines 11-13	PX1781

4. PX1781 is an existing confidential agreement between NVIDIA and Microsoft, the terms of which are highly sensitive and nonpublic. Portions of the FTC’s initial proposed findings of fact and conclusions of law directly reference the confidential terms of this agreement.

5. PX2186 is an email exchange that contains an email between NVIDIA and Activision employees attaching an NVIDIA presentation entitled “GeForce NOW The Next Level January 2020.” Portions of the FTC’s initial proposed findings of fact and conclusions of law directly reference Page -008 of PX2186, which describes nonpublic information regarding NVIDIA’s market projections.

6. PX3069 is an internal NVIDIA presentation entitled “GFN Review January 8, 2021.” Portions of the FTC’s initial proposed findings of fact and conclusions of law directly reference

1 Page -008 of PX3069, which describes nonpublic information regarding NVIDIA's subscription
2 pricing information and internal competitive analyses.

3 7. PX7060 is the transcript of a deposition of an NVIDIA executive taken during the
4 FTC's investigation of Microsoft's acquisition of Activision. The FTC's initial proposed findings
5 of fact and conclusions of law directly reference and quote from the following parts of PX7060:
6 48:14-18 and 104:9-15. These parts describe nonpublic information concerning NVIDIA's cloud
7 gaming service, GeForce NOW, including NVIDIA's negotiations of its existing agreement with
8 Microsoft as well as NVIDIA's data centers and technological capabilities.

9 8. PX7062 is the transcript of a deposition of an NVIDIA executive taken during the
10 FTC's investigation of Microsoft's acquisition of Activision. The FTC's proposed findings directly
11 reference and quote from PX7062 at 34:13-35:18, which describes nonpublic information
12 concerning GeForce NOW, including negotiations and relationships with game developers.

13 9. PX8000 is the declaration of an NVIDIA executive submitted to the FTC during the
14 FTC's investigation of Microsoft's acquisition of Activision. The FTC's proposed findings directly
15 reference and quote from Pages 009-010 as well as ¶¶ 44 and 49 of PX8000, which describe
16 nonpublic information concerning GeForce NOW, including NVIDIA's negotiations and
17 relationship with a game publisher and internal analyses regarding its negotiations.

18 10. Information about NVIDIA's contract terms, business negotiations, data centers and
19 technological capabilities, subscription and financial information, internal analyses, projections, and
20 strategy is highly confidential. NVIDIA keeps this information secret. Information about GeForce
21 NOW strategy are not shared outside of NVIDIA. Information regarding plans for launching games
22 on GeForce NOW may be shared with publishers and other business partners, but only under non-
23 disclosure agreements. Information about agreements is not shared outside of NVIDIA, other than
24 with the counterparty to an agreement.

25 11. NVIDIA would be harmed by public disclosure of this highly confidential
26 information. The market for streaming video games is competitive and rapidly growing, with
27 several existing competitors and many potential participants. Both current and potential competitors
28 could use the highly confidential information, which reveals NVIDIA's business performance,

1 strategy, and business decision-making, to gain an unfair advantage in the marketplace.

2 12. I declare under penalty of perjury under the laws of the United States of America that
3 the foregoing is true and correct and that this declaration was executed on August 4, 2023 in Los
4 Gatos, California.

5 DATED: August 4, 2023

6
7 DocuSigned by:
8 *Azadeh Morrison*
9 By B2B90283F8A641E...
10 AZADEH MORRISON
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